

Regd.Office: Kosamattam City Centre
Floor No. 4th & 5th, T.B Road
Kottayam, Kerala - 686 001

Tel: + 91 481 2586400
Email: info@kosamattam.com
www.kosamattam.com
CIN.U65929KL1987PLC004729



15.01.2025

To

BSE Limited
Listing Department
P.J. Tower, Dalal Street,
Mumbai 400 001
Maharashtra, India

Dear Sir/ Madam,

Sub.: Compliance Report on Corporate Governance for the quarter ended December 31, 2024

Ref.: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby enclosing revised Compliance Report on Corporate Governance for the quarter ended December 31, 2024, in the format prescribed by SEBI, pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take it on record.

Thanking You.

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Mathew K. Cherian', is written over a faint circular stamp.

Mathew K. Cherian
Managing Director
DIN:01286073



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure I

1. Name of Listed Entity : Kosamattam Finance Limited

2. Quarter ending : December 31, 2024

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|----------------------------|-----------------------------|--|---------------------------------------|-----------------------------------|-----------------------------|-----------------|---------------------|--|---|--|---|
| Title (Mr ./ Ms) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee) | Initial Date of Appoint ment | Date of Re- appoint ment | Date of Cess ation | Tenu re * | Date of Birth | No. of directorship inlisted entities including this listed entity [in Reference to Regulation 17A(1)] | No of Independ ent Directors hip in listed entities including this listed entity [in reference e to proviso to Regulati on 17A(1)] | Number of membership in Audit/Stake holder Committee(s) including this listed entity (Refer Regulation26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listedentities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Mathew K. Cherian | ABUPC1286H & 01286073 | Chairman cum Managing Director (Executive) | 07.05.2004 | 09.03.2023 | NA | | 01.11.1955 | 1 | 0 | 1 (Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited) | 0 |
| Mrs. | Laila Mathew | AEDPM1526Q & 01286176 | Executive | 07.05.2004 | 09.03.2023 | NA | | 02.11.1957 | 1 | 0 | 1 (Member in Stakeholders relationship Committee of Kosamattam Finance Limited) | 0 |
| Mr. | Paul Jose | ANKPM7050R | Non-executive and | 25.06.2018 | 24.03.2020 | NA | 6 years, | 21.03.1951 | 1 | 1 | 1 (Member in | 1 (Chairman of Audit |

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| | | | | | | | | | | | | |
|-----|------------------|--|-------------------------------|------------|------------|----|----------------------|------------|---|---|---|--|
| | Maliakal | & 07218120 | independent | | | | 6 months and 7 days | | | | Audit Committee of Kosamattam Finance Limited | Committee of Kosamattam Finance Limited) |
| Mr. | Sebastian Kurian | ASJPK4181D & 09416863 | Non-executive and independent | 14.12.2021 | 17.05.2024 | NA | 3 years and 18 days | 20.07.1956 | 1 | 1 | 1 (Member in Stakeholders relationship committee and Audit Committee of Kosamattam Finance Limited) | 1 (Chairman of Stake holders Relationship) |
| Mr. | Josy Thomas | ABPPT2408R & 02597096 | Non-executive and independent | 19.08.2024 | NA | NA | 4 Months and 13 days | 29.05.1965 | 1 | 1 | 0 | 0 |
| | | Whether Regular chairperson appointed: Yes | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO : Chairperson and Managing Director is the same person | | | | | | | | | | |
| | | <p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.</i></p> <p><i>**Total Number of directors as on date of the meeting” would be read as “Total Number of directors as on date of the meeting (all directors including Independent director)and Number of Directors (All directors including Independent director)” would be read as “Number of Directors Present (All directors including Independent director)</i></p> | | | | | | | | | | |

II. Composition of Committees

| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$ | Date of Appointment | Date of Cessation |
|--------------------|---------------------------------------|--|--|---------------------|-------------------|
| 1. Audit Committee | Yes | Mathew K. Cherian, Sebastian Kurian and Paul Jose Maliakal | 1. Mathew K. Cherian- Chairman and Executive, | 27.02.2012 | NA |
| | | | 2. Paul Jose Maliakal- Non-executive and Independent | 25.06.2018 | NA |

| | | | | | |
|---|-----|---|--|--|----------------------|
| | | | 3. Sebastian Kurian- Non-executive and Independent | 21.05.2024 | NA |
| 2. Nomination & Remuneration Committee | Yes | Sebastian Kurian, Laila Mathew and Paul Jose Maliakal | 1. Sebastian Kurian - Non-Executive and Non-Independent 2. Paul Jose Maliakal- Non-executive and Independent 3. Laila Mathew - Executive Director | 30.06.2023 25.06.2018 21.05.2024 | NA NA NA |
| 3. Risk Management Committee | Yes | Mathew K. Cherian, Laila Mathew, Sebastian Kurian, and Arun Kumar | 1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. Arun Kumar (Not a member of the Board) 4. Sebastian Kurian - Non-executive and Independent | 09.07.2011 15.02.2014 30.05.2018 21.05.2024 | NA NA NA NA |
| 4. Stakeholders Relationship Committee' | Yes | Mathew K. Cherian, Laila Mathew, and Sebastian Kurian | 1. Mathew K. Cherian- Chairman and Executive, 2. Laila Mathew- Executive, 3. Sebastian Kurian- Non-executive and Independent | 16.04.2014 16.04.2014 21.05.2024 | NA NA NA |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|------------------------------------|------------------------------|--|--|
| 15.07.2024 | 22.10.2024 | Yes | 5 | 3 | 24 |
| 24.07.2024 | 30.10.2024 | Yes | 5 | 3 | 7 |
| 30.07.2024 | 31.10.2024 | Yes | 4 | 2 | 0 |
| 07.08.2024 | 27.11.2024 | Yes | 5 | 3 | 26 |
| 12.08.2024 | 04.12.2024 | Yes | 4 | 2 | 6 |

| | | | | | |
|------------|------------|-----|---|---|---|
| 20.08.2024 | 12.12.2024 | Yes | 5 | 3 | 7 |
| 23.08.2024 | 16.12.2024 | Yes | 5 | 3 | 3 |
| 28.08.2024 | 19.12.2024 | Yes | 5 | 3 | 2 |
| 12.09.2024 | 27.12.2024 | Yes | 5 | 3 | 7 |
| 25.09.2024 | | | | | |
| 27.09.2024 | | | | | |

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Audit Committee

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors' present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|---|---|---|
| 30.10.2024 | Yes | 3 | 2 | 12.07.2024 | 47 |
| 15.11.2024 | Yes | 3 | 2 | 10.08.2024 | 15 |
| | | | | 30.08.2024 | |
| | | | | 12.09.2024 | |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| | Refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Yes |

VI. Affirmations

We hereby affirm that :

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulation 17(1) (a). The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors. The composition of the Board of Directors are as follows:

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- i. One Women Director (Executive Director)
- ii. Managing Director (Executive Director)
- iii. Three fourth of the Board of Directors comprises of Non-Executive Directors (Three Independent Directors)

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Risk Management Committee (as applicable)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

Any comments/observations/advice of the board of directors may be mentioned here.

For Kosamattam Finance Limited

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Mathew K. Cherian
Managing Director
DIN:01286073

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a circular blue ink stamp.

Sreenath P.
Company Secretary
M.No. F10553



Place: Kottayam

Date: 15.01.2025

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| Details of Cyber Security Incidence | | |
|---|----------------------------|----|
| Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No |
| Date of the event | Brief details of the event | |
| NA | NA | |

Kindly take the above on record and acknowledge the receipt.

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Mathew K. Cherian', is written over a circular blue stamp.

Mathew K. Cherian
Managing Director
DIN:01286073

For Kosamattam Finance Limited

A handwritten signature in blue ink, appearing to read 'Sreenath P.', is written over a circular blue stamp.

Sreenath P.
Company Secretary
M.No. F10553



Place: Kottayam

Date: 15.01.2025